

Original Signed
by BK sent
to Chris via
UPS on 3/3/95

WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION

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PALO ALTO, CALIFORNIA 94304-1050
TELEPHONE 415-493-9300 FACSIMILE 415-493-6811

JOHN ARNOT WILSON
OF COUNSEL

March 2, 1995

Brewster Kahle
Wide Area Information Servers, Inc.
1040 Noel Drive
Menlo Park, CA 95025

Dear Brewster:

Enclosed please find a conflicts waiver letter for the America Online/WAIS acquisition for your signature. As soon as practicable, please sign the letter and forward to me.

Please call me with any questions you may have.

Very truly yours,

WILSON, SONSINI, GOODRICH & ROSATI
Professional Corporation



Christopher J. Younger

CJY:re
Enclosure

WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION

650 PAGE MILL ROAD
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JOHN ARNOT WILSON
OF COUNSEL

February 2, 1995

Wide Area Information Servers, Inc.
1040 Noel Drive
Menlo Park, CA 95025
Attention: Brewster Kahle

America Online, Inc.
8619 Westwood Center Drive
Vienna, VA 22182
Attention: Miles Gilburne

Re: Potential Transaction Between Wide Area Information Servers, Inc. and America Online, Inc.

Gentlemen:

We propose to represent Wide Area Information Servers, Inc. ("WAIS") in connection with a transaction (the "Transaction") between WAIS and America Online, Inc. ("AOL"). The Transaction contemplates the possible acquisition of WAIS by AOL. Our representation of WAIS will include the review, preparation and negotiation of the Transaction and related agreements and documents.

As you are aware, we have previously represented and continue to represent WAIS and AOL in other legal matters. As a result, our representation of WAIS in this Transaction and our representation of both WAIS and AOL in other general matters may give rise to a conflict of interest. However, those attorneys and paralegals in our firm who have worked and are working on matters for AOL will not assist in our representation of WAIS in the Transaction, nor will files of AOL be available to the WAIS attorneys or paralegals in our firm unless AOL consents thereto.

We are governed by certain Rules of Professional Conduct promulgated by the State Bar of California, including Rule 3-310 (a copy of which is attached hereto as Exhibit A), which are relevant to our representation of WAIS in the Transaction. Accordingly, we wish to disclose to you the nature and extent of our relationship with WAIS and AOL and to obtain your written consent to our representation of WAIS in the Transaction, and to our continuing general representation of WAIS and AOL except in any new matter where a material conflict would be present between the parties.

We would like you to be aware of the following in connection with your decision to render your written consent as referred to above:

1. We represent WAIS in general matters. As a result of our relationship with WAIS, we are in possession of confidential information regarding WAIS.
2. We have represented and do represent AOL in general matters other than those relating to the Transaction. As a result of our relationship with AOL, we are in possession of confidential information regarding AOL.

We understand that AOL has retained Fenwick & West of Palo Alto, California as independent counsel with respect to the Transaction and other matters. We would like to remind both WAIS and AOL

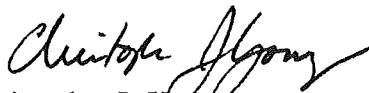
Wide Area Information Servers, Inc.
America Online, Inc.
February 2, 1995
Page 2

that they should feel free to seek the advice of independent counsel in regard to this consent. We are also available to discuss any concerns or questions you may have.

Please sign and return the enclosed copy of this letter to indicate your consent to our representation of WAIS in the Transaction.

Very truly yours,

WILSON, SONSINI, GOODRICH & ROSATI
Professional Corporation


Christopher J. Younger

The undersigned confirm their understanding of the foregoing and consent to the representation by Wilson, Sonsini, Goodrich & Rosati, Professional Corporation, of Wide Area Information Servers, Inc. in the Transaction.

Wide Area Information Servers, Inc.

America Online, Inc.



By: Brewster Kelli

Its: President

Date: February 3, 1995

By: _____

Its: _____

Date: February 3, 1995

EXHIBIT A

STATE BAR OF CALIFORNIA RULES OF PROFESSIONAL CONDUCT

Rule 3-310. Avoiding the Representation of Adverse Interests.

A. For purposes of this rule:

- (1) "Disclosure" means informing the client or former client of the relevant circumstances and of the actual and reasonably foreseeable adverse consequences to the client or former client;
- (2) "Informed written consent" means the client's or former client's written agreement to the representation following written disclosure;
- (3) "Written" means any writing as defined in Evidence Code section 250.

B. A member shall not accept or continue representation of a client without providing written disclosure to the client where:

- (1) The member has a legal, business, financial, professional, or personal relationship with a party or witness in the same matter; or
- (2) The member knows or reasonably should know that:
 - (a) the member previously had a legal, business, financial, professional, or personal relationship with a party or witness in the same matter; and
 - (b) the previous relationship would substantially affect the member's representation; or
- (3) The member has had a legal, business, financial, professional, or personal relationship with another person or entity the member knows or reasonably should know would be affected substantially by resolution of the matter; or
- (4) The member has or had a legal, business, financial, or professional interest in the subject matter of the representation.

C. A member shall not, without the informed written consent of each client:

- (1) Accept representation of more than one client in a matter in which the interests of the clients potentially conflict; or
- (2) Accept or continue representation of more than one client in a matter in which the interests of the clients actually conflict; or
- (3) Represent a client in a matter and at the same time in a separate matter accept as a client a person or entity whose interest in the first matter is adverse to the client in the first matter.

- D. A member who represents two or more clients shall not enter into an aggregate settlement of the claims of or against the clients, without the informed written consent of each client.
- E. A member shall not, without the informed written consent of the client or former client, accept employment adverse to the client or former client where, by reason of the representation of the client or former client, the member has obtained confidential information material to the employment.
- F. A member shall not accept compensation for representing a client from one other than the client unless:
 - (1) There is no interference with the member's independence of professional judgment or with the client-lawyer relationship; and
 - (2) Information relating to representation of the client is protected as required by Business and Professions Code section 6068, subdivision (e); and
 - (3) The member obtains the client's informed written consent, provided that no disclosure or consent is required if:
 - (a) such nondisclosure is otherwise authorized by law; or
 - (b) the member is rendering legal services on behalf of any public agency which provides legal services to other public agencies or the public.